

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 2261

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING ASSUMPTION
AND ASSIGNMENT OF CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES
WITH RESPECT TO TWENTY-FIFTH POST-CLOSING DESIGNATION NOTICE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of all Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”),² pursuant to which, among other things, the Debtors sold substantially all of

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not defined herein are defined in the Sale Order.

their assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”), including “Designation Rights” with respect to certain leasehold interests, including the Lease (as defined below).

2. In furtherance of the Designation Rights, GBRP notified the Debtors, in an Agreed Assignment Notice, of its determination to designate certain leases of non-residential real property to Aldi Inc. (“**Aldi**”) on March 14, 2025. Pursuant to that notice, the Debtors filed the *Notice of Filing of Twenty-Fifth Post-Closing Designation Notice* [D.I. 2261] (the “**Notice**”) seeking the consensual assignment of the leases set forth on Exhibit A to the Notice to Aldi.

3. Aldi, GBRP, the Debtors and the landlord counterparties have worked together on a mutually agreeable form of order approving the proposed assumption and assignment (the “**Proposed Order**”), attached hereto as **Exhibit 1**.

4. The Debtors, GBRP, Aldi and each landlord counterparty have all reviewed the Proposed Order and have agreed to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

[Signature page follows]

Dated: March 18, 2025
Wilmington, Delaware

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